

SPECIAL MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS

December 18, 2009

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority" or "JMAA") met in the Community Room, Main Terminal Building, Jackson-Evers International Airport, in Jackson, Mississippi ("JEIA"), at 7:00 a.m. on Friday, December 18, 2009 (the "Special Meeting"), pursuant to proper notice (the "Notice"), a copy of which is attached as an exhibit to the minutes of the Special Meeting.

I. CALL TO ORDER/ROLL CALL/DECLARATION OF QUORUM.

Chairman George E. Irvin, Sr. presided, called the Special Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Special Meeting.

George E. Irvin, Sr., Chairman
Dr. Glenda Glover, Vice Chair
Earle Jones
Johnnie P. Patton, R. Ph.
Dr. Sylvia Stewart

Chairman Irvin noted that a quorum was present as required by the Bylaws, and announced that the Special Meeting would proceed.

The following other persons were also present at the Special Meeting.

Dirk B. Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
Gary Cohen, JMAA Chief Financial Officer
Woody Wilson, JMAA Senior Director of Capital Planning
Kenneth Randolph, JMAA Airport Police Commander
Denson Stasher, JMAA Director of Operations and Security
Jack Thomas, JMAA Director of Community Development and DBE Program
René Woodward, JMAA Director of Human Resources & Administration
Cindy Crotchett, JMAA Executive Assistant
Jack Weldy, JMAA Properties Manager
Joyce Tillman, JMAA Facilities Engineer
Cresslyn Bailey, JMAA Communications Officer
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz

Virginia Kamsky, Kamsky & Associates
Chuck Lott, Neel-Schaffer, Inc.

II. APPROVAL AND EXECUTION OF MINUTES.

A. Special Meeting of the Customer Service Committee, November 19, 2009.

B. Special Meeting of the Board of Commissioners, November 19, 2009.

After discussion, upon motion duly made by Commissioner Jones, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the above minutes were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

III. PUBLIC COMMENTS.

A. Kamsky & Associates Presentation: China Initiative.

Mr. Vanderleest introduced Ms. Virginia Kamsky of Kamsky & Associates, the Authority's consultant on development of air cargo flights between China and JEIA and related air cargo facilities. Ms. Kamsky distributed a packet of information to each Commissioner, and then guided the Board through a PowerPoint presentation describing the history and current status of efforts to develop air cargo trade at JEIA with China. A packet identical to the packets distributed to the Board, including a hard copy of the PowerPoint presentation, is included as an exhibit to the minutes of the Special Meeting.

After discussion, upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

RESOLUTION INVITING THE HNA GROUP TO VISIT JACKSON-EVERS INTERNATIONAL AIRPORT

WHEREAS, in order to maximize use of the Mississippi Air Cargo Logistics Center and other facilities at Jackson-Evers International Airport (the "Airport") and increase economic development at and surrounding the Airport, the Jackson Municipal Airport Authority (the "Authority") has devoted substantial time and resources to developing air cargo flights between China and the Airport; and

WHEREAS, the Authority has retained Kamsky and Associates to assist the Authority in its effort to develop air cargo flights between China and the Airport; and

WHEREAS, with assistance from Kamsky and Associates, representatives of the Authority have met several times with representatives of the HNA Group, which operates Hainan Airlines, a Chinese air cargo carrier, most recently at the Fifth Annual China Institute Executive Summit on April 26-28, 2009, in Beijing, China (the "Summit"); and

WHEREAS, while meeting in China at the Summit, representatives of the HNA Group and representatives of the Authority entered into a certain Memorandum of Understanding, which expressed a mutual interest in discussing possible development of air cargo flights between China and the Airport; and

WHEREAS, on December 19, 2009, Ms. Virginia Kamsky of Kamsky and Associates (i) provided the Board of Commissioners of the Authority (the "Board") with a report on the continuing interest of the HNA Group in possible development of air cargo flights between China and the Airport, and (ii) delivered to the Board a letter dated December 15, 2009, from Mr. Chen Guoqing, Vice Chairman and CEO of Pacific American Corp., a corporate member of the HNA Group, which reconfirmed the HNA Group's interest in sending a due diligence team to Jackson, Mississippi, to continue discussions regarding possible air cargo flights between China and the Airport;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby reconfirms the Authority's continuing interest in discussing possible air cargo flights between China and the Airport, and in furtherance thereof, the Board hereby invites the HNA Group to send a due diligence team to the Airport to assess the feasibility of establishing air cargo flights between China and the Airport, on whatever dates and schedule are most convenient for the HNA Group.

After adoption of the foregoing resolution, the Board, Mr. Vanderleest and Ms. Kamsky engaged in a more detailed discussion of the types of activities which should be provided when the HNA Group sends its investigative team to JEIA.

IV. REPORTS.

A. Chief Executive Officer.

1. Airport Project Manager Summary, Period Ending November 31, 2009.
2. Airport Activity Statistics Report, Period Ending November 30, 2009.

Mr. Vanderleest directed the Board's attention to the Airport Project Manager Summary and the Airport Activity Statistics Report as found in the packet distributed to the Board prior to the Special Meeting (the "Packet"), and discussed these reports with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Special Meeting.

3. Employee Recognitions.
 - a. Employee of the Month, December 2009.
 - (1) Cresslyn Bailey, Communications Officer, Department of Public Safety.

Mr. Vanderleest recognized and commended Ms. Bailey as Employee of the Month for December 2009.

b. Professional Recognitions.

- (1) Jackson Municipal Airport Authority: 2009 Minority Advocate Award, Minority Contractors Association of Mississippi, Inc.

Mr. Vanderleest said that JMAA had received the 2009 Minority Advocate Award, as sponsored by the Minority Contractors Association of Mississippi, Inc.

B. Attorney.

Mr. Moore said that he had spoken recently with Kane Ditto, Chairman of the Board of Directors of the Mississippi Department of Archives and History (“MDAH”). Mr. Ditto had called to explain why MDAH had not awarded a grant to JMAA for restoration of the Old Terminal Building at Hawkins Field. Mr. Ditto said that because MDAH had received so many grant applications, the Board had decided to award more grants than anticipated, at smaller amounts than had been anticipated. Mr. Ditto said that, while JMAA’s grant application was certainly worthy, the requested grant was far in excess of what the Board decided to award in any single grant, so the Board decided not to award a grant to JMAA. Mr. Ditto said that he wanted the Board to understand that MDAH continued to be supportive of the Authority’s effort to restore the Old Terminal Building at Hawkins Field.

During discussion, Commissioner Stewart and Mr. Vanderleest said that they had had similar conversations with Mr. Ditto.

V. ACTION ITEMS.

A. Financial Matters.

1. Financial Reports for November 2009:
 - a. Balance Sheet: Accept.
 - b. Income Statement: Accept.
 - c. Claims Docket for November 2009: Approve.

Mr. Vanderleest directed the Board’s attention to the Financial Reports for November 2009 and the Claims Docket for November 2009, which were included in the Packet.

After discussion, upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR NOVEMBER
2009 AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS
DOCKET FOR NOVEMBER 2009**

WHEREAS, the Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority”) has reviewed and considered (i) certain financial statements for the Authority for the month and period ending November 30, 2009 (the “Financial Reports”), and (ii) the Claims Docket of the Authority for the month of November 2009 (the “Claims”), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the December 18, 2009, Special Meeting of the Board, and (ii) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby (i) accepts the Financial Reports and (ii) approves and authorizes payment of the Claims in the total amount of \$1,035,650.23

B. Service Agreements.

No discussion or action was taken at the Special Meeting regarding service agreements.

C. Construction Projects.

1. JMAA Contract No. 004-08-366, Passenger Boarding Bridges at JEIA: Approve Increased Project Scope and Budget; Authorize Amendment to Professional Services Agreement.
2. JMAA Contract No. 007-09-359, Engineering and Related Services for Runway 16L/34R, JEIA: Approve Increased Project Scope and Budget; Authorize Amendment to Professional Services Agreement.
3. JMAA Contract No. 013-08-362, Hawkins Field Drainage Improvements – Phase 2, HKS: Approve Change Order No. 2.

Mr. Vanderleest directed the Board’s attention to the memoranda in the Packet which described these matters, and discussed these matters with the Board.

During discussion of Item 2, Mr. Vanderleest called on Mr. Woody Wilson, JMAA Senior Director of Capital Planning, for a more detailed discussion of the proposed project. During discussion, Mr. Wilson provided the Board with maps showing the location of the newly discovered stormwater drain. Copies of the maps provided to the Board are attached as exhibits to the minutes of the Special Meeting.

After discussion, upon motion duly made by Commissioner Jones, seconded by Commissioner Stewart, and unanimously approved by the

affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS
WITH RESPECT TO CERTAIN CONSTRUCTION PROJECTS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners of the Authority (the “Board”) approve and authorize certain actions with respect to certain construction projects identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the December 18, 2009, Special Meeting of the Board, and (ii) incorporated herein by reference (separately, each a “Memorandum;” collectively, the “Memoranda”); and

WHEREAS, the Board has reviewed the Memoranda and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following action:

1. The Board approves and authorizes (i) an expansion of the scope of Project No. 004-08, Passenger Boarding Bridges at Jackson-Evers International Airport (the “Passenger Bridge Project”), as more particularly described in the Memorandum dated October 12, 2009, which describes this matter, and (ii) negotiation and execution of an amendment to the professional services agreement with IMDC, Inc. for certain expanded professional design and construction oversight services in connection with the Passenger Bridge Project (the “IMDC Amendment”), said IMDC Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
2. The Board approves and authorizes (i) an expansion of the scope of Project No. 007-09, Runway 16L/34R Pavement Repairs at Jackson-Evers International Airport (the “Runway Repair Project”), as more particularly described in that certain Memorandum dated November 24, 2009, which describes this matter, and (ii) negotiation and execution of an amendment to the professional services agreement with Hatch Mott MacDonald, Inc. for certain expanded professional engineering services in connection with the Runway Repair Project (the “HMM Amendment”), said HMM Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum, as may be deemed appropriate by the

Chief Executive Officer of the Authority, as evidenced by his execution thereof.

3. The Board approves and authorizes execution and accomplishment of Change Order No. 2 to Contract No. 013-08-362 with Utility Constructors, Inc. for services in connection with Project No. 013-08, Hawkins Field Drainage Improvements – Phase 2, as more particularly described in the Memorandum dated December 8, 2009, which describes this matter.

D. Procurements.

1. JMAA Project No. 005-10, JEIA Road Signage: Authorize Sole Source Purchase.

Mr. Vanderleest directed the Board's attention to the memorandum dated November 24, 2009, which described this matter and the Certificate Regarding Purchase of Non-Competitive Items (Signage) Available from One Source Only, both of which were in the Packet, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING SOLE SOURCE,
NONCOMPETITIVE PROCUREMENT OF ROAD SIGNAGE AT
JACKSON-EVERS INTERNATIONAL AIRPORT**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has advised the Board of Commissioners of the Authority (the "Board") that the Authority previously entered into a contract with Architectural Graphics, Inc. ("AGI") to provide road signage at Jackson-Evers International Airport ("JEIA") using a proprietary color and finishing process; and

WHEREAS, the Authority staff has further advised the Board that (i) certain existing signs at JEIA require replacement and/or refinishing to direct patrons to new locations and (ii) new signs are required to direct patrons to the Long Term Parking and Rental Car Overflow parking lots (collectively, the "New Signage"); and

WHEREAS, the Authority staff has further advised the Board that AGI is the single, sole source which can provide the New Signage to the Authority, as more particularly described in that certain memorandum dated November 24, 2009, which describes this matter (the "Memorandum"), a copy of which is (i) included in the packet distributed to the Board prior to the Special Meeting of the Board on December 18, 2009, and (ii) incorporated herein by reference; and

WHEREAS, in accordance with applicable law, the Chief Executive Officer of the Authority has submitted to the Board a certain Certificate Regarding Purchase

of Noncompetitive Items (Signage) Available from One Source Only (the "Certificate"), which states that AGI can provide the New Signage to the Authority at an estimated cost of \$56,868.00, a copy of said Certificate being (i) included in the packet distributed to the Board prior to the Special Meeting of the Board on December 18, 2009, and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed the Memorandum and the Certificate and has considered said recommendation by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, (i) accept the Certificate and (ii) approve and authorize the sole source, noncompetitive purchase of the New Signage from AGI as set out in the Certificate.

E. Grants.

No discussion or action was taken at the Special Meeting regarding grants.

F. Other Matters.

1. Interlocal Agreement with the City of Flowood for Public Safety Radio Interoperability Grant: Authorize Agreement.

Mr. Vanderleest directed the Board's attention to the memorandum dated December 12, 2009, in the Packet which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

RESOLUTION APPROVING AND AUTHORIZING NEGOTIATION AND EXECUTION OF INTERLOCAL AGREEMENT WITH THE CITY OF FLOWOOD, MISSISSIPPI

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners of the Authority (the "Board") approve and authorize negotiation and execution of a certain interlocal agreement between the City of Flowood, Mississippi, and the Authority in connection with a certain public safety interoperability communications grant (the "Interlocal Agreement"), as more particularly described in that certain memorandum dated December 15, 2009, which describes this matter (the "Memorandum"), a copy of which is (i) included in the packet distributed to the Board prior to the Special Meeting of the Board on December 18, 2009, and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed the Memorandum and considered said recommendation by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize negotiation and execution of the Interlocal Agreement and the taking of all other steps necessary and appropriate to make the Interlocal Agreement effective and accomplish its purposes, said Interlocal Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

2. Chamblee Leases.

At Chairman Irvin's request, Mr. Moore reminded the Board that the Zimmer Group had been asked to provide an analysis of the proposed renegotiation of the Chamblee leases at the corner of Airport Road and Lakeland Drive. Mr. Moore said that a report had been received by Zimmer late the previous afternoon, December 17, 2009 (the "Zimmer Report"). Mr. Moore distributed a copy of the Zimmer Report to each member of the Board. A copy of the Zimmer Report is attached as an exhibit to the minutes of the Special Meeting.

Chairman Irvin asked each Commissioner to review the report and be prepared to discuss the matter in more detail at the next Board meeting.

VI. DISCUSSION: STRATEGIC INITIATIVES.

No discussion or action was taken at the Special Meeting regarding strategic initiatives.

VII. ADJOURNMENT.

There being no further business to come before the Special Meeting, upon motion duly made by Commissioner Stewart, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Special Meeting was adjourned.

Respectfully submitted,

George E. Irvin, Sr., Chairman

Dr. Glenda Glover, Vice Chair

Earle Jones

Johnnie P. Patton, R. PH.

Dr. Sylvia Stewart